

# **Plaintiffs' Exhibit 194**

December 7, 2017

**The Weather Channel | Google**

**DFP & AdX Partnership Renewal Terms**

*Amending & Renewing the Google Services Agreement signed 2.21.13*

- Renewal of AdX agreement which ends February 28, 2018 for a 2 year term (effective March 1, 2018)
- Renewal of DFP Ad Serving contract which expires on February 1, 2018 for a 2 year term (effective March 1, 2018)
- **Equal Footing** subject to the terms below:
  - Notwithstanding anything to contrary in the Agreement, during the Term of the Agreement (excluding any Renewal Term, if applicable), AdX will have at least an equal opportunity to compete for all advertising impressions not directly sold by Company (including, without limitation, all such advertising impressions on the Sites). For example, all AdX inventory settings may never be less favorable to AdX on all such impressions than settings selected on third-party advertising services. These settings include, but are not limited to: (i) allowed/restricted buyers, (ii) minimum CPMs, (iii) allowed/restricted ad technologies, and (iv) advertiser controls. In addition, Company will set its advertising allocation decision logic (e.g., the DoubleClick for Publishers ad server), such that (i) no third party has an opportunity to compete for advertising impressions ahead of AdX and (ii) accurate and truthful minimum CPM thresholds are set via such advertising allocation decision logic.
- **PMP Exclusivity** subject to the terms below:
  - Google will be the exclusive display monetization partner across all Private Marketplace Deals including Private Auctions and Preferred Deals (collectively, “PMP”), across desktop, mweb, mobapp inventory on Weather.com, Weather Underground and Intellicast. For clarity, the foregoing exclusivity obligation does not apply to Programmatic Guaranteed/Reservations. In addition, if there is a PMP feature and/or functionality that is not available to Weather through AdX because (a) such PMP feature or functionality is not available in a particular geography, (b) AdX doesn’t offer such PMP feature or functionality, or (c) AdX doesn’t permit use of a specific PMP feature or functionality because such use is in violation of the AdX Guidelines, Weather will notify Google of such PMP feature discrepancy and if Google fails to make such PMP feature or functionality available to Weather, Weather may use a third party service solely with respect to such PMP feature or functionality until Google makes such PMP feature or functionality available to Weather (although, Google won’t be in breach if Google fails to provide such feature or functionality).

- **AdX Open Auction revenue revshare tiers**
  - Applied to Open Auction AdX transactions across all screens (gross/global - same structure as current Weather deal). For purposes of calculating Open Auction tiers, Google will count all Open Auction revenues, all exchange bidding revenues, and all private marketplace revenues (inclusive of Private Auctions, Preferred Deals, and Programmatic Guaranteed)
    - 80/20 - if revenue < \$6M/month
    - 82.5/17.5 - if revenue is \$6-\$8M/month
    - 85/15 - if revenue > \$8M/month
  - Applied to private auction AdX transactions across all screens
    - 90/10 revenue share (contingent on exclusive monetization rights to Private Auction, Preferred Deal, and Programmatic Guaranteed Reservation Deal Types, excluding transactions where AdWords is a buyer, in which case the open auction revenue shares above will apply and limited to O&O properties)
- **DFP Ad Serving CPM**
  - Weather maintains favorable \$0.005 CPM (flat fee for all impressions)
  - In the event AdX total gross monthly revenue drops below \$5M/month for 3 months consecutively, Weather DFP ad serving fees would reset for the duration of the agreement to \$0.01 CPM flat fee for all impressions
- **Termination Rights:**
  - Google may terminate upon 30 days notice to Weather, if Weather breaches either the equal footing obligation or the Private Marketplace exclusivity obligation set forth above.
  - Both Weather and Google have a one time right to terminate deal with 30 days notice at the 12 month mark of the agreement.

\*These highlight the most material business terms for the proposal. Additional terms to be provided in contractual agreements to follow.

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